

ENTERPRISE PRODUCTS PARTNERS L P

Form 4

February 27, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
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if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LYTAL JAMES H2. Issuer Name **and** Ticker or Trading  
Symbol  
ENTERPRISE PRODUCTS  
PARTNERS L P [EPD]5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
1100 LOUISIANA, SUITE 1000  
(Street)3. Date of Earliest Transaction  
(Month/Day/Year)  
02/25/2008☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Executive Vice President

HOUSTON, TX 77002

4. If Amendment, Date Original  
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Price of Underlying Security
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	B O F R T (I				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Ltd Partner Interests in Ent. Uni/Obl. to Del.	<u>(2)</u>	02/25/2008	J <u>(1)</u>		0 <u>(1)</u>		<u>(1)(2)</u>	<u>(2)</u>	Units	<u>(2)</u>	\$ 0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LYTAL JAMES H 1100 LOUSIANA, SUITE 1000 HOUSTON, TX 77002			Executive Vice President	

## Signatures

/s/ William L. Soula, as Attorney-in-Fact for James H. Lytal

02/26/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The reporting person is an owner of Class B limited partner interest in Enterprise Unit L.P. As of February 25, 2008, Enterprise Unit L.P. owns directly 6,000 Units of Enterprise Products Partners L.P. ("EPD"). Enterprise Unit L.P. is a Delaware limited partnership established for the benefit of certain EPCO, Inc. ("EPCO") employees who are its Class B limited partners. EPCO Holdings, Inc. ("EPCO

(1) Holdings") is the sole Class A limited partner and EPCO is the general partner of Enterprise Unit L.P. The reporting person acquired these Class B limited partner interests in Enterprise Unit L.P. from a grant of such interests by EPCO, in its capacity as general partner of Enterprise Unit L.P. The Class B limited partner interest owned by the reporting person represent an initial aggregate 8.7378% Class B limited partner interest in Enterprise Unit L.P., in accordance with the Agreement of Limited Partnership of Enterprise Unit L.P.

(2) On February 20, 2014 (or an earlier Vesting Date), Enterprise Unit L.P. will be liquidated and will distribute to the Class B Limited Partners a total number of Units equal to (i) the total number of units acquired by Enterprise Unit L.P. minus (ii) the quotient of one-half of the aggregate contributions of cash or cash equivalents made by the Class A limited partner, plus (iii) any undistributed preferred return, divided by (iv) the fair market value (as defined) of the units calculated as of February 20, 2014 (or an earlier Vesting Date). The remaining units will be distributed to EPCO Holdings as the Class A Limited Partner. The Class B limited partner interest is subject to forfeiture.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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